

Fill in this information to identify the case:Debtor name Sourcewater, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXASCase number (if known) 23-30960☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 14, 2023**X /s/ Joshua A. Adler**

Signature of individual signing on behalf of debtor

Joshua A. Adler

Printed name

Chief Executive Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Sourcewater, Inc.**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**
 Case number (if known): **23-30960**

☐ Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Crown Oil Partners LP PO Box Midland, TX 79710		Convertible Note				\$150,000.00
William Crump Holdings LLC PO Box 50820 Midland, TX 79710		Convertible Note				\$75,000.00
AZA - Ahmad, Zavitsanos, Anaipakos 1221 McKinney Suite 2500 Houston, TX 77010		Professional Services				\$55,760.62
Tony Annunziato 403 W. Cowan Drive Houston, TX 77007		Convertible Note				\$50,000.00
John K. Hoskinson 888 17th Street NW Suite 210 Washington, DC 20006-3313		Convertible Note				\$50,000.00
Amegy Bank Bankcard Center PO Box 25787 Salt Lake City, UT 84125-0787		Credit Card				\$49,304.77
Cuebiq Inc. 1460 Broadway Suite 15006 New York, NY 10036		Trade Debt				\$43,000.00
Medler Ferro Woodhouse & Mills PLC 8201 Greensboro Drive Suite 1060 McLean, VA 22102		Professional Services				\$29,489.95

Debtor **Sourcewater, Inc.**
NameCase number (if known) **23-30960**

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Skip McBride 807 Old Lake Road Houston, TX 77057		Convertible Note				\$25,000.00
HUBSPOT 25 1st Street Cambridge, MA 02141		Trade Debt				\$19,800.00
QipWorks, Inc. 101 Arch Street 8th Floor Boston, MA 02110		Trade Debt				\$19,385.00
Bonafide 5318 Wesleyan Street Suite 128 Houston, TX 77005		Trade Debt				\$13,500.00
Flash Data LLC 2450 Louisiana Street 400-160 Houston, TX 77006		Trade Debt				\$12,537.95
Texas Comptroller of Public Accounts PO Box 13528 Capital Station Austin, TX 78711-3528		Sales and Use Tax	Contingent			\$10,907.99
Amy Stewart Law 5307 East Mockingbird Lane Suite 425 Dallas, TX 75206		Professional Services				\$10,752.50
DW House LLC 2429 Bissonnet Street #497 Houston, TX 77005		Trade Debt				\$10,050.00
Scaleview 701 Brazos Street #530 Austin, TX 78701		Trade Debt				\$8,333.33
Dunlap Coddling 609 W. Sheridan Avenue Oklahoma City, OK 73102		Professional Services				\$8,000.00
ChurnZero, Inc. 4114 Blackthorn Street Chevy Chase, MD 20815		Trade Debt				\$6,000.00

Debtor **Sourcewater, Inc.**
NameCase number (if known) **23-30960**

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Veraset LLC 2810 N Church Street #38188 Wilmington, DE 19802		Trade Debt				\$5,500.00

Fill in this information to identify the case:

Debtor name Sourcewater, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXASCase number (if known) 23-30960☐ Check if this is an amended filing**Official Form 206Sum**
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ <u>0.00</u>
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ <u>243,168.13</u>
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>243,168.13</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>2,110,488.66</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ <u>111,230.34</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ <u>723,401.15</u>
4. Total liabilities Lines 2 + 3a + 3b	\$ <u>2,945,120.15</u>

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

**Sourcewater, Inc. dba Sourcenergy,

Debtor.**

§
§
§
§
§

Case No. 23-30960

**Chapter 11
Subchapter V**

**GLOBAL NOTES, METHODOLOGY, AND SPECIFIC DISCLOSURES REGARDING
THE DEBTOR'S SCHEDULES OF ASSETS AND LIABILITIES AND
STATEMENT OF FINANCIAL AFFAIRS**

Sourcewater Energy, Inc. dba Sourcenergy (“**Sourcewater**” or “**Debtor**”) as debtor in this chapter 11 case, with the assistance of its advisors, filed its Schedules of Assets and Liabilities (“**Schedules**”) and Statement of Financial Affairs (“**Statement**”) (jointly, “**Statement and Schedules**”) with the United States Bankruptcy Court for the Southern District of Texas, Houston Division (“**Bankruptcy Court**”), pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (“**Bankruptcy Code**”), and Rule 1007 of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rules**”).

These *Global Notes, Methodology, and Specific Disclosures Regarding the Debtor's Schedules of Assets and Liabilities and Statement of Financial Affairs* (“**Global Notes**”) pertain to, are incorporated by reference in, and compromise an integral part of all of the Debtor's Statement and Schedules. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Statement and Schedules.

The Statement and Schedules do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of the Debtor. Additionally,

the Statement and Schedules contain unaudited information that is subject to further review, potential adjustment, and reflect the Debtor's commercially reasonable efforts to report its assets and liabilities.

Global Notes and Overview of Methodology

1. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Statement and Schedules; however, inadvertent errors or omissions may exist. The Debtor reserves all rights to amend or supplement the Statement and Schedules from time to time.

2. **Valuation Methodologies.** The cost to value the Debtor's patents was not commercially feasible, and the Debtor therefore listed the values as unknown.

3. **Causes of Action.** Despite its commercially reasonable efforts to identify all known assets, the Debtor may not have listed all of its causes of action or potential causes of action against third-parties as assets in the Statement and Schedules, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers.

4. **Global Notes Control.** In the event that the Statement and Schedules differ from these Global Notes, the Global Notes control.

5. **Schedule A/B.** As stated in the Valuation Methodologies, the Debtor had insufficient capital to value the patents, software, and domain names. The book value of the patent portfolio as a whole is approximately \$640,000.

6. **Schedule D.** The schedules do not account for disputes relating to the liens, including avoidance actions or issues relating to proper perfection of liens.

7. **Schedule F**. As of the filing of the Schedules, certain dollar amounts for individual creditors was not known. As relevant documents are reviewed, the Debtor may supplement and amend the schedules.

Dated: April 14, 2023

Sourcewater, Inc.,
a Delaware corporation

By: /s/ Joshua Adler
Joshua Adler, CEO

Fill in this information to identify the case:Debtor name Sourcewater, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXASCase number (if known) 23-30960☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

**Amegy Bank, N.A.
PO Box 26547**3.1. **Salt Lake City, UT 84126****Checking****6048****\$7,729.83****TD Bank
2035 Limestone Road
Wilmington, DE 19808**3.2. **Wilmington, DE 19808****Checking****5650****\$1,510.00****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$9,239.83**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. Accounts receivable

Official Form 206A/B

Schedule A/B Assets - Real and Personal Property

page 1

Debtor Sourcewater, Inc.
NameCase number (If known) 23-30960

11a. 90 days old or less:	<u>6,907.20</u>	-	<u>0.00</u>	=	<u>\$6,907.20</u>
	face amount		doubtful or uncollectible accounts		

11b. Over 90 days old:	<u>369,234.20</u>	-	<u>184,617.10</u>	=....	<u>\$184,617.10</u>
	face amount		doubtful or uncollectible accounts		

12. Total of Part 3.

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$191,524.30**Part 4: Investments****13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles**38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property**54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property**59. Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.
☒ Yes Fill in the information below.

Debtor Sourcewater, Inc.
NameCase number (If known) 23-30960

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	Patents, copyrights, trademarks, and trade secrets COMPUTERIZED TECHNIQUES FOR FACILITATING EXCHANGE OF A WATER RESOURCE US Patent Application # 14/864,305 patent pending	\$0.00		Unknown
	OILFIELD WATER MANAGEMENT US Patent Application # 14/837,930 Patent # 10565540	\$0.00		Unknown
	OILFIELD WATER MANAGEMENT US Patent Application # 16/790,887 Patent Pending	\$0.00		Unknown
	OILFIELD WATER MANAGEMENT US Patent Application # 17/350,566 Patent # 11556882	\$0.00		Unknown
	OILFIELD WATER MANAGEMENT US Patent Application # 18/154,473 Patent Pending	\$0.00		Unknown
	IMAGE PROCESSING OF AERIAL IMAGERY FOR OILFIELD ANALYSIS US Patent Application # 16/425,192 Patent # 10467473	\$0.00		Unknown
	IMAGE PROCESSING OF AERIAL IMAGERY FOR OILFIELD ANALYSIS US Patent Application # 16/663,724 Patent # 10726263	\$0.00		Unknown
	IMAGE PROCESSING OF AERIAL IMAGERY FOR OILFIELD ANALYSIS USING JOINT IMAGE IDENTIFICATION US Patent Application # 16/425,227 Patent # 10460169	\$0.00		Unknown
	IMAGE PROCESSING OF AERIAL IMAGERY FOR OILFIELD ANALYSIS USING JOINT IMAGE IDENTIFICATION US Patent Application # 16/663,753 Patent # 10915751	\$0.00		Unknown
	IMAGE PROCESSING OF AERIAL IMAGERY FOR OILFIELD ANALYSIS USING JOINT IMAGE IDENTIFICATION US Patent Application # 17/168,600 Patent Pending	\$0.00		Unknown

Debtor	Sourcewater, Inc. Name	Case number (If known)	23-30960
<hr/>			
	IMAGE PROCESSING OF AERIAL IMAGERY FOR ENERGY INFRASTRUCTURE ANALYSIS USING PRE- US Patent Application # 16/289,376 Patent # 10339646	\$0.00	Unknown
<hr/>			
	IMAGE PROCESSING OF AERIAL IMAGERY FOR ENERGY INFRASTRUCTURE ANALYSIS USING PRE- US Patent Application # 16/457,065 Patent # 11004192	\$0.00	Unknown
<hr/>			
	IMAGE PROCESSING OF AERIAL IMAGERY FOR ENERGY INFRASTRUCTURE ANALYSIS USING PRE- US Patent Application # 17/314,556 Patent # 11379971	\$0.00	Unknown
<hr/>			
	IMAGE PROCESSING OF AERIAL IMAGERY FOR OILFIELD STATUS ANALYSIS US Patent Application # 16/425,235 Patent # 10460170	\$0.00	Unknown
<hr/>			
	IMAGE PROCESSING OF AERIAL IMAGERY FOR OILFIELD STATUS ANALYSIS US Patent Application # 16/663,769 Patent # 10719708	\$0.00	Unknown
<hr/>			
	IMAGE PROCESSING OF AERIAL IMAGERY FOR OILFIELD STATUS ANALYSIS US Patent Application # 16/932,078 Patent Pending	\$0.00	Unknown
<hr/>			
	ROUTING OF FLUID PIPELINES US Patent Application # 17/665,098 Patent Pending	\$0.00	Unknown
<hr/>			
	IDENTIFICATION AND VALIDATION OF ROADS USING AERIAL IMAGERY AND MOBILE LOCATION Canadian Patent Application # 3,146,294 Patent Pending	\$0.00	Unknown
<hr/>			
	IDENTIFICATION AND VALIDATION OF ROADS USING AERIAL IMAGERY AND MOBILE LOCATION European Patent Application # 20 750 910.0 Patent Pending	\$0.00	Unknown
<hr/>			

Debtor	Sourcewater, Inc. Name	Case number (If known)	23-30960
<hr/>			
IDENTIFICATION AND VALIDATION OF ROADS USING AERIAL IMAGERY AND MOBILE LOCATION US Patent Application # 16/506,446 Patent # 10635904		\$0.00	Unknown
<hr/>			
IDENTIFICATION AND VALIDATION OF ROADS USING AERIAL IMAGERY AND MOBILE LOCATION ... US Patent Application # 16/857,638 Patent # 11048937		\$0.00	Unknown
<hr/>			
IDENTIFICATION AND VALIDATION OF ROADS USING AERIAL IMAGERY AND MOBILE LOCATION ... US Patent Application # 17/358,685 Patent Pending		\$0.00	Unknown
<hr/>			
SYSTEMS AND METHODS FOR CHARACTERIZING SUBSTANCE TRANSFER STATIONS US Patent Application # 16/541,543 Patent Pending		\$0.00	Unknown
<hr/>			
DETERMINATION OF REFINED OILFIELD WATER DISPOSAL LOCATIONS BASED US Patent Application # 16/670,080 Patent # 10810688		\$0.00	Unknown
<hr/>			
SYSTEM AND METHOD FOR MONITORING DISPOSAL OF WASTEWATER IN ONE OR MORE DISPOSAL ... US Patent Application # 16/583,737 Patent # 10975667		\$0.00	Unknown
<hr/>			
LOCATION BASED INTELLIGENCE FOR OILFIELD INFORMATION PLATFORMS US Patent Application # 17/145,892 Patent # 11184740		\$0.00	Unknown
<hr/>			
LOCATION DATA BASED INTELLIGENCE FOR SUPPLY CHAIN INFORMATION PLATFORMS US Patent Application # 17/532,505 Patent # 11601785		\$0.00	Unknown
<hr/>			
LOCATION DATA BASED INTELLIGENCE FOR SUPPLY CHAIN INFORMATION PLATFORMS US Patent Application # 18/178,074 Patent Pending		\$0.00	Unknown
<hr/>			
SYSTEMS AND METHODS FOR ASSESSING SEISMIC RISK US Patent Application # 17/384,098 Patent # 11333792		\$0.00	Unknown

Debtor	Sourcewater, Inc. Name	Case number (If known)	23-30960
	SYSTEMS AND METHODS FOR ASSESSING SEISMIC RISK US Patent Application # 17/745,393 Patent Pending	\$0.00	Unknown
	SYSTEMS AND METHODS FOR ASSESSING SEISMIC RISK US Patent Application # PCT/US2022/29658 Patent Pending	\$0.00	Unknown
61.	Internet domain names and websites www.sourcewater.com	\$0.00	Unknown
	www.sourcenergy.com	\$0.00	Unknown
	www.drillmap.com	\$0.00	Unknown
	www.santaritawater.com	\$0.00	Unknown
	www.sourcewater.io	\$0.00	Unknown
	www.dirtworkalert.com	\$0.00	Unknown
	www.prepermit.com	\$0.00	Unknown
	www.dirtworkalerts.com	\$0.00	Unknown
	www.swdprepermit.com	\$0.00	Unknown
	www.pre-permit.com	\$0.00	Unknown
	www.permianalerts.com	\$0.00	Unknown
	www.energy-alerts.com	\$0.00	Unknown
	www.oilfieldalerts.com	\$0.00	Unknown
	www.fracvision.com	\$0.00	Unknown
	www.fracalert.com	\$0.00	Unknown
	www.fracsat.com	\$0.00	Unknown
	www.fracscape.com	\$0.00	Unknown

Debtor **Sourcewater, Inc.**
NameCase number (If known) **23-30960**

	<u>www.sourcenergy.co</u>	<u>\$0.00</u>	<u>Unknown</u>
	<u>www.sourcenergy.info</u>	<u>\$0.00</u>	<u>Unknown</u>
	<u>www.sourcenergy.io</u>	<u>\$0.00</u>	<u>Unknown</u>
62.	Licenses, franchises, and royalties		
63.	Customer lists, mailing lists, or other compilations Customer List	<u>\$0.00</u>	<u>Unknown</u>
64.	Other intangibles, or intellectual property Sourcewater Pro/Watermap Pro Software	<u>\$0.00</u>	<u>Unknown</u>
	Sourcewater GEO/Watermap GEO Software	<u>\$0.00</u>	<u>Unknown</u>
	Dirtwork Alert Software	<u>\$0.00</u>	<u>Unknown</u>
	Fracscape Software	<u>\$0.00</u>	<u>Unknown</u>

65. **Goodwill**66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$0.0067. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?)

- ☒ No
☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

- ☒ No
☐ Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Part 11: All other assets70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes Fill in the information below.

**Current value of
debtor's interest**71. **Notes receivable**
Description (include name of obligor)72. **Tax refunds and unused net operating losses (NOLs)**

Debtor <u>Sourcewater, Inc.</u> <small>Name</small>	Case number (If known) <u>23-30960</u>
---	---

Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**

Business Owner's Policy - The Hartford	Unknown
---	----------------

D&O Insurance: Scottsdale Indemnity	Unknown
--	----------------

Media Tech Liability and General Liability - Beazley Media Tech	Unknown
--	----------------

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

Enverus	Unknown
----------------	----------------

Nature of claim	Potential Causes of Action	
Amount requested	\$0.00	

Jay "North" Whipple	Unknown
----------------------------	----------------

Nature of claim	Potential Causes of Action	
Amount requested	\$0.00	

Ponderosa Advisors, LLC dba B3 Insight	Unknown
---	----------------

Nature of claim	Potential Causes of Action	
Amount requested	\$0.00	

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

Amazon Web Services New Customer Credit (non-transferable)	\$42,404.00
---	--------------------

78. Total of Part 11. Add lines 71 through 77. Copy the total to line 90.	\$42,404.00
---	--------------------

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor Sourcewater, Inc.
NameCase number (If known) 23-30960**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$9,239.83</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$191,524.30</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$42,404.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$243,168.13</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$243,168.13</u>

Fill in this information to identify the case:Debtor name Sourcewater, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXASCase number (if known) 23-30960☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15**

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
2.1 Energy Debt Holdings, LLC Creditor's Name PO Box 249 Oklahoma City, OK 73101 Creditor's mailing address Creditor's email address, if known Date debt was incurred 12/22/2021 Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien All tangible and intangible property Describe the lien Senior Secured Note Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$529,152.61	Unknown
2.2 Joshua A. Adler Creditor's Name 16 Robin Road Rye, NH 03870 Creditor's mailing address Creditor's email address, if known Date debt was incurred 12/2/2020 Last 4 digits of account number Do multiple creditors have an interest in the same property?	Describe debtor's property that is subject to a lien All tangible and intangible property Describe the lien Revolving Credit Note Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply	\$1,089,014.05	Unknown

Debtor **Sourcewater, Inc.**

Name

Case number (if known)

23-30960☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.☐ Contingent☐ Unliquidated☐ Disputed

2.3

Small Business Administration

Creditor's Name

**409 Third Street SW
Washington, DC 20024**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

5/16/2020

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

All tangible and intangible property**\$492,322.00****Unknown**

Describe the lien

EIDL

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☐ No☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☐ Unliquidated☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$2,110,488.66**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Fill in this information to identify the case:Debtor name **Sourcewater, Inc.**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**Case number (if known) **23-30960**☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

			Total claim	Priority amount
2.1	Priority creditor's name and mailing address Harris County, et al. PO Box 3547 Houston, TX 77253-3547	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$3,964.11	\$3,964.11
	Date or dates debt was incurred 2020	Basis for the claim: Ad Valorem Taxes		
	Last 4 digits of account number 0000 Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
2.2	Priority creditor's name and mailing address Joshua A. Adler 16 Robin Road Rye, NH 03870	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$96,358.24	\$13,650.00
	Date or dates debt was incurred 2022-2023	Basis for the claim:		
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor Sourcewater, Inc.	Case number (if known) 23-30960	
<small>Name</small>		

<div style="border: 1px solid black; padding: 2px;">2.3</div> Priority creditor's name and mailing address Texas Comptroller of Public Accounts PO Box 13528 Capital Station Austin, TX 78711-3528	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<div style="border-top: 1px solid black; border-bottom: 1px solid black;">\$10,907.99</div> <div style="border-top: 1px solid black; border-bottom: 1px solid black;">\$10,907.99</div>
Date or dates debt was incurred _____ Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Basis for the claim: Sales and Use Tax Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		<div style="border: 1px solid black; padding: 2px; background-color: #f0f0f0;">Amount of claim</div>
--	--	--

<div style="border: 1px solid black; padding: 2px;">3.1</div> Nonpriority creditor's name and mailing address Adaptive 4446 Cedar Lake Road Minneapolis, MN 55416 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<div style="border-top: 1px solid black; border-bottom: 1px solid black;">\$4,122.50</div>
<div style="border: 1px solid black; padding: 2px;">3.2</div> Nonpriority creditor's name and mailing address AirCall 233 Park Avenue S. New York, NY 10003 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<div style="border-top: 1px solid black; border-bottom: 1px solid black;">\$1,650.00</div>
<div style="border: 1px solid black; padding: 2px;">3.3</div> Nonpriority creditor's name and mailing address Amegy Bank Bankcard Center PO Box 25787 Salt Lake City, UT 84125-0787 Date(s) debt was incurred _____ Last 4 digits of account number <u>9057</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Credit Card</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<div style="border-top: 1px solid black; border-bottom: 1px solid black;">\$49,304.77</div>
<div style="border: 1px solid black; padding: 2px;">3.4</div> Nonpriority creditor's name and mailing address Amy Stewart Law 5307 East Mockingbird Lane Suite 425 Dallas, TX 75206 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<div style="border-top: 1px solid black; border-bottom: 1px solid black;">\$10,752.50</div>
<div style="border: 1px solid black; padding: 2px;">3.5</div> Nonpriority creditor's name and mailing address AZA - Ahmad, Zavitsanos, Anaipakos 1221 McKinney Suite 2500 Houston, TX 77010 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<div style="border-top: 1px solid black; border-bottom: 1px solid black;">\$55,760.62</div>

Debtor	Sourcewater, Inc.	Case number (if known)	23-30960
3.6	Nonpriority creditor's name and mailing address Bonafide 5318 Wesleyan Street Suite 128 Houston, TX 77005 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$13,500.00
3.7	Nonpriority creditor's name and mailing address BTG LLC 210 Park Avenue Suite 1350 Oklahoma City, OK 73102 Date(s) debt was incurred <u>3/12/20</u> Last 4 digits of account number <u>N002</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Convertible Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50,749.66
3.8	Nonpriority creditor's name and mailing address Business Wire, Inc. Department 34182 PO Box 39000 San Francisco, CA 94139 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,970.00
3.9	Nonpriority creditor's name and mailing address ChurnZero, Inc. 4114 Blackthorn Street Chevy Chase, MD 20815 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$6,000.00
3.10	Nonpriority creditor's name and mailing address Crowe LLP PO Box 71570 Chicago, IL 60694 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,500.00
3.11	Nonpriority creditor's name and mailing address Crown Oil Partners LP PO Box Midland, TX 79710 Date(s) debt was incurred <u>3/12/2020</u> Last 4 digits of account number <u>N003</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Convertible Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$150,000.00
3.12	Nonpriority creditor's name and mailing address Cuebiq Inc. 1460 Broadway Suite 15006 New York, NY 10036 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$43,000.00

Debtor	Sourcewater, Inc. <small>Name</small>	Case number (if known)	23-30960
--------	---	------------------------	-----------------

3.13	Nonpriority creditor's name and mailing address Dunlap Coddling 609 W. Sheridan Avenue Oklahoma City, OK 73102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$8,000.00
3.14	Nonpriority creditor's name and mailing address DW House LLC 2429 Bissonnet Street #497 Houston, TX 77005 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$10,050.00
3.15	Nonpriority creditor's name and mailing address Eisner Advisory Group 733 Third Avenue New York, NY 10017 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,575.00
3.16	Nonpriority creditor's name and mailing address Experfy, Inc. 1700 West Park Drive Suite 190 Westborough, MA 01581 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,500.00
3.17	Nonpriority creditor's name and mailing address Flash Data LLC 2450 Louisiana Street 400-160 Houston, TX 77006 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$12,537.95
3.18	Nonpriority creditor's name and mailing address Freeman Company PO Box 734596 Dallas, TX 75373-4596 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,820.06
3.19	Nonpriority creditor's name and mailing address Gish PLLC 41 Madison Avenue Floor 31 New York, NY 10010 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,190.38

Debtor Name	Case number (if known)	23-30960
3.20 Nonpriority creditor's name and mailing address HUBSPOT 25 1st Street Cambridge, MA 02141 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$19,800.00
3.21 Nonpriority creditor's name and mailing address John K. Hoskinson 888 17th Street NW Suite 210 Washington, DC 20006-3313 Date(s) debt was incurred <u>3/12/20</u> Last 4 digits of account number <u>N004</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Convertible Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50,000.00
3.22 Nonpriority creditor's name and mailing address Medler Ferro Woodhouse & Mills PLC 8201 Greensboro Drive Suite 1060 McLean, VA 22102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$29,489.95
3.23 Nonpriority creditor's name and mailing address Minerals & Royalty Authority 2602 Copperleaf Court Katy, TX 77494 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,750.00
3.24 Nonpriority creditor's name and mailing address Odetta, Inc. 4023 Kennett Pike #50380 Wilmington, DE 19807 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$55.75
3.25 Nonpriority creditor's name and mailing address Outlogic LLC 6525 The Corners Parkway NW Suite 400 Norcross, GA 30092 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,679.44
3.26 Nonpriority creditor's name and mailing address Piper Sandler & Co 609 Main Street Suite 3800 Houston, TX 77002 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Cost Reimbursement for Professionals</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,085.24

Debtor Name	Case number (if known)	23-30960
3.27 Nonpriority creditor's name and mailing address Ponderosa Advisors, LLC dba B3 Insight c/o Donald E. Lake, III Lewis Brisbois et al 1700 Lincoln Street, Suite 4000 Denver, CO 80203 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Legal Action</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.28 Nonpriority creditor's name and mailing address QipWorks, Inc. 101 Arch Street 8th Floor Boston, MA 02110 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$19,385.00
3.29 Nonpriority creditor's name and mailing address Scaleview 701 Brazos Street #530 Austin, TX 78701 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$8,333.33
3.30 Nonpriority creditor's name and mailing address Skip McBride 807 Old Lake Road Houston, TX 77057 Date(s) debt was incurred <u>3/12/2020</u> Last 4 digits of account number <u>N005</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Convertible Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$25,000.00
3.31 Nonpriority creditor's name and mailing address Tony Annunziato 403 W. Cowan Drive Houston, TX 77007 Date(s) debt was incurred <u>3/12/20</u> Last 4 digits of account number <u>N001</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Convertible Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50,000.00
3.32 Nonpriority creditor's name and mailing address Velotio Technologies Private Limited 3rd Floor, AG Trade Center, Ram Magar, B Pune, Maharastra 411021, India Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,339.00
3.33 Nonpriority creditor's name and mailing address Veraset LLC 2810 N Church Street #38188 Wilmington, DE 19802 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,500.00

Debtor **Sourcewater, Inc.**
NameCase number (if known) **23-30960**

3.34 Nonpriority creditor's name and mailing address

William Crump Holdings LLC
PO Box 50820
Midland, TX 79710Date(s) debt was incurred 3/12/2020Last 4 digits of account number N006As of the petition filing date, the claim is: *Check all that apply.***\$75,000.00**

- ☐
- Contingent
-
- ☐
- Unliquidated
-
- ☐
- Disputed

Basis for the claim: **Convertible Note**Is the claim subject to offset? ☒ No ☐ Yes**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Donald Patrick Arthur Yarborough Foster Yarborough PLLC 917 Franklin Street, Suite 220 Houston, TX 77002	Line <u>3.27</u> <input type="checkbox"/> Not listed. Explain _____	—
4.2	Jeannie Lee Andresen Linebarger Goggan Blair & Sampson LLP PO Box 3064 Houston, TX 77253-3064	Line <u>2.1</u> <input type="checkbox"/> Not listed. Explain _____	—
4.3	Jeffrey H. Kass Lewis Brisbois et al 1700 Lincoln, Suite 4000 Denver, CO 80203	Line <u>3.27</u> <input type="checkbox"/> Not listed. Explain _____	—
4.4	Joseph Y. Ahmad Ahmad Zavitsanos & Mensign, PLLC 1221 McKinney Street, Suite 2 50 Houston, TX 77010	Line <u>3.27</u> <input type="checkbox"/> Not listed. Explain _____	—

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ <u>111,230.34</u>
5b. +	\$ <u>723,401.15</u>

5c. \$ 834,631.49

Fill in this information to identify the case:Debtor name **Sourcewater, Inc.**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**Case number (if known) **23-30960**☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15****Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.****1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).*Property***2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**2.1. State what the contract or lease is for and the nature of the debtor's interest **Software License Agreement**State the term remaining **3 months**

List the contract number of any government contract _____

**Enhanced Midstream LLC
777 Main Street
Suite 2800
Fort Worth, TX 76102**2.2. State what the contract or lease is for and the nature of the debtor's interest **Software License Agreement**State the term remaining **5 months, 27 days**

List the contract number of any government contract _____

**Silica Services
4440 State Hwy 121
Suite 142
The Colony, TX 75056**2.3. State what the contract or lease is for and the nature of the debtor's interest **Software License Agreement**State the term remaining **18 months, 26 days**

List the contract number of any government contract _____

**Vector Energy Partners
777 Main Street
Suite 3600
Fort Worth, TX 76102**

Fill in this information to identify the case:Debtor name Sourcewater, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXASCase number (if known) 23-30960☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*

2.1 **Casee Lemon**
c/o Zach Wolfe
Zach Wolfe Law Firm
50 Briar Hollow Lane, Suite 370 West
Houston, TX 77027

Ponderosa Advisors,
LLC dba B3 Insight

☐ D _____
☒ E/F 3.27
☐ G _____

2.2 **Joshua A. Adler**
16 Robin Road
Rye, NH 03870
Guarantor

Amegy Bank

☐ D _____
☒ E/F 3.3
☐ G _____

2.3 **Joshua A. Adler**
16 Robin Road
Rye, NH 03870

Ponderosa Advisors,
LLC dba B3 Insight

☐ D _____
☒ E/F 3.27
☐ G _____

2.4 **Joshua A. Adler**
16 Robin Road
Rye, NH 03870
Guarantor

Small Business
Administration

☒ D 2.3
☐ E/F _____
☐ G _____

Fill in this information to identify the case:Debtor name Sourcewater, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXASCase number (if known) 23-30960☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

From the beginning of the fiscal year to filing date:
From 1/01/2023 to **Filing Date**

Sources of revenue
Check all that apply

☒ Operating a business☐ Other _____

Gross revenue
(before deductions and exclusions)

\$80,065.00

For prior year:
From 1/01/2022 to 12/31/2022

☒ Operating a business☐ Other _____\$634,179.00

For year before that:
From 1/01/2021 to 12/31/2021

☒ Operating a business☐ Other _____\$560,989.00**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue**

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value**

Reasons for payment or transfer
Check all that apply

Debtor **Sourcewater, Inc.**Case number (if known) **23-30960**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. QipWorks, Inc. 101 Arch Street 8th Floor Boston, MA 02110	1/25/20223	\$17,922.50	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other ___
3.2. Velotio Technologies Private Limited 3rd Floor, AG Trade Center, Ram Magar, B Pune, Maharastra 411021, India	1/13/23, 2/13/23, 2/16/23	\$10,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other ___
3.3. Amegy Bank Bankcard Center PO Box 25787 Salt Lake City, UT 84125-0787	1/6/23, 1/19/23, 3/8/23	\$7,603.28	<input type="checkbox"/> Secured debt <input checked="" type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other ___
3.4. Healthcare Services	1/13/23, 2/28/23	\$9,820.76	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other ___
3.5. Small Business Administration 409 Third Street SW Washington, DC 20024	1/9/23, 2/8/23, 3/8/23	\$7,578.00	<input checked="" type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other ___

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Energy Debt Holdings, LLC PO Box 249 Oklahoma City, OK 73101 Lender/Owner of EDH was Director of Debtor	3/31/2022 6/30/2022	\$18,793.56	Debt Service

Debtor **Sourcewater, Inc.**Case number (if known) **23-30960**

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.2. Joshua A. Adler 16 Robin Road Rye, NH 03870 Officer, Director, Stockholder	3/31/2022 3/31/2022 4/15/2022 4/29/2022 5/13/2022 5/31/2022 6/15/2022 6/30/2022 7/15/2022 8/1/2022 8/15/2022 8/31/2022 9/15/2022	\$37,215.57	Wages

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
-----------------------------	--------------------------	------	-------------------

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
-----------------------------	---	-----------------------	--------

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Ponderosa Adveisors, LLC dba B3 Insight v. Sourcewater, Inc., Casee Lemon, and Joshua Adler 4:21-cv-02810	Trade Secrets/Intellectua l Property	U.S. District Court, SD TX 515 Rusk Houston, TX 77002	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

☒ None

Debtor **Sourcewater, Inc.**Case number (if known) **23-30960**

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
------------------------------	---	-------------	-------

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. Chamberlain Hrdlicka 1200 Smith Street Suite 1400 Houston, TX 77002		2/16/23: \$10,000 3/17/23: \$50,000	\$60,000.00
Email or website address www.chamberlainlaw.com			
Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
-----------------------------------	--	------------------------	-----------------------

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Debtor **Sourcewater, Inc.**Case number (if known) **23-30960**☐ Does not apply

	Address	Dates of occupancy From-To
14.1.	1801 Main Street Suite 1300 Houston, TX 77002	2022-present
14.2.	801 Travis Street Suite 1802 Houston, TX 77002	2021-2022

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☒ Yes. State the nature of the information collected and retained.

Shareholder/Noteholder Lists

Does the debtor have a privacy policy about that information?

- ☐ No
- ☒ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☒ Yes. Does the debtor serve as plan administrator?
- ☒ No Go to Part 10.
- ☐ Yes. Fill in below:

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution name and Address

Last 4 digits of account number

Type of account or instrument

Date account was closed, sold, moved, or transferred

Last balance before closing or transfer

19. Safe deposit boxes

Debtor **Sourcewater, Inc.**Case number (if known) **23-30960**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Does debtor still have it?
---	--	-----------------------------	----------------------------

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
---------------------------	-----------------------------------	-----------------------------	----------------------------

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	----------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Debtor **Sourcewater, Inc.**Case number (if known) **23-30960**

Site name and address

Governmental unit name and address

Environmental law, if known

Date of notice

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name address

Describe the nature of the business

Employer Identification number

Do not include Social Security number or ITIN.

Dates business existed

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address

Date of service
From-To

26a.1. **Kim Neal**
Pump Up Profits, LLC
2105 Winebrook Court
Pearland, TX 77584

2020-present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address

If any books of account and records are
unavailable, explain why

26c.1. **Eisner Advisory Group**
733 Third Avenue
New York, NY 10017

26c.2. **Crowe LLP**
PO Box 71570
Chicago, IL 60694

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address

26d.1. **BTG LLC**
210 Park Avenue
Suite 1350
Oklahoma City, OK 73102

26d.2. **Crown Oil Partners LP**
PO Box
Midland, TX 79710

26d.3. **Joshua A. Adler**
16 Robin Road
Rye, NH 03870

Debtor **Sourcewater, Inc.**Case number (if known) **23-30960****Name and address**

26d.4. **John K. Hoskinson**
888 17th Street NW
Suite 210
Washington, DC 20006-3313

26d.5. **Skip McBride**
807 Old Lake Road
Houston, TX 77057

26d.6. **Small Business Administration**
14925 Kingsport Road
Fort Worth, TX 76155

26d.7. **William Crump Holdings LLC**
PO Box 50820
Midland, TX 79710

26d.8. **Energy Debt Holdings, LLC**
PO Box 249
Oklahoma City, OK 73101

26d.9. **John Yurkanin**

26d.10. **M. Diane Bodman**

26d.11. **Miami Residential Holdings LLC**

26d.12. **Resilly Peck SW LLC**

26d.13. **Stanley Levin**

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
- ☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Joshua A. Adler	16 Robin Road Rye, NH 03870	CEO, Director	100% Common Stock 69.4821% Series A Preferred
John Yurkanin		Director	25,000 NSO

Debtor Sourcewater, Inc.Case number (if known) 23-30960

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Jay "North" Whipple	210 Park Avenue Suite 1350 Oklahoma City, OK 73102	Director	8/11/19 - 2/10/23

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
-------------------------------	--	-------	--------------------------------

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	--

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
--------------------------	--

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 14, 2023

/s/ Joshua A. Adler
Signature of individual signing on behalf of the debtor

Joshua A. Adler
Printed name

Position or relationship to debtor Chief Executive Officer

- Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes

B2030 (Form 2030) (12/15)

United States Bankruptcy Court
Southern District of Texas

In re Sourcewater, Inc.

Debtor(s)

Case No. 23-30960Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>75,000.00</u>
Prior to the filing of this statement I have received	\$	<u>52,413.00</u>
Balance Due	\$	<u>22,587.00</u>

2. \$ 1,738.00 of the filing fee has been paid.
3. The source of the compensation paid to me was:
☒ Debtor ☐ Other (specify):
4. The source of compensation to be paid to me is:
☒ Debtor ☐ Other (specify):
5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
 - [Other provisions as needed]
- Negotiate with creditors and parties in interest, assist in planning for the filing, assist in the preparation of necessary motions for relief, assist in resolving litigation claims, and planning for the orderly reorganization, as the case may be, of your financial affairs. After the petition is filed, prosecuting the bankruptcy case, appearing in court, negotiating with counterparties, analyzing claims (including litigation claims), and litigating to defend the plan through a court-approved process.**
- The engagement is on an hourly basis and the \$75,000 is merely a retainer for such services. the filing fee will be paid at the time of filing from these funds.**
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

In re **Sourcewater, Inc.**

Debtor(s)

Case No. **23-30960**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)
(Continuation Sheet)

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

April 14, 2023

Date

/s/ Jarrod B. Martin

Jarrod B. Martin

Signature of Attorney

Chamberlain, Hrdlicka, White, Williams, & Aughtry, P.C.

1200 Smith Street

Suite 1400

Houston, TX 77002

(713) 658-1818 Fax: (713) 658-2553

jarrod.martin@chamberlainlaw.com

Name of law firm

**United States Bankruptcy Court
Southern District of Texas**

In re **Sourcewater, Inc.**

Debtor(s)

Case No. **23-30960**Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Annunziato 2020 Revocable Trust	Series A Preferred	116,615	Stock
Bamboo Capital, LP	Series A Preferred	46,646	Stock
Barry LaKritz	Series A Preferred	23,323	Stock
Briggsannah Energy, LP	Series A Preferred	46,646	Stock
BTG LLC	Series A Preferred	279,877	Stock
BTG LLC 210 Park Avenue Suite 1350 Oklahoma City, OK 73102	Common Stock	216,000	Warrants
CAMPR II LLP	Series A Preferred	69,969	Stock
John Hoskinson	Series A Preferred	84,881	Stock
Joshua A. Adler 16 Robin Road Rye, NH 03870	Series A Preferred	2,873,878	Stock
Joshua A. Adler 16 Robin Road Rye, NH 03870	Common	4,000,000	Stock
M. Diane Bodman	Series A Preferred	46,646	Stock
Miami Residential Holdings LLC	Series A Preferred	69,969	Stock
Resilly Peck SW LLC	Series A Preferred	93,292	Stock

In re: **Sourcewater, Inc.**Case No. **23-30960**

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Skip McBride	Series A Preferred	46,646	Stock
Stanley Levin	Series A Preferred	337,753	Stock

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Executive Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **April 14, 2023**Signature **/s/ Joshua A. Adler**
Joshua A. Adler

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Southern District of Texas**

In re **Sourcewater, Inc.**

Debtor(s)

Case No. **23-30960**

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the Chief Executive Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **April 14, 2023**

/s/ Joshua A. Adler

Joshua A. Adler/Chief Executive Officer

Signer/Title

ADAPTIVE
4446 CEDAR LAKE ROAD
MINNEAPOLIS, MN 55416

AIRCALL
233 PARK AVENUE S.
NEW YORK, NY 10003

AMEGY BANK
BANKCARD CENTER
PO BOX 25787
SALT LAKE CITY, UT 84125-0787

AMY STEWART LAW
5307 EAST MOCKINGBIRD LANE
SUITE 425
DALLAS, TX 75206

AZA - AHMAD, ZAVITSANOS, ANAIPAKOS
1221 MCKINNEY
SUITE 2500
HOUSTON, TX 77010

BONAFIDE
5318 WESLAYAN STREET
SUITE 128
HOUSTON, TX 77005

BTG LLC
210 PARK AVENUE
SUITE 1350
OKLAHOMA CITY, OK 73102

BUSINESS WIRE, INC.
DEPARTMENT 34182
PO BOX 39000
SAN FRANCISCO, CA 94139

CASEE LEMON
C/O ZACH WOLFE
ZACH WOLFE LAW FIRM
50 BRIAR HOLLOW LANE, SUITE 370 WEST
HOUSTON, TX 77027

CHURNZERO, INC.
4114 BLACKTHORN STREET
CHEVY CHASE, MD 20815

CROWE LLP
PO BOX 71570
CHICAGO, IL 60694

CROWN OIL PARTNERS LP
PO BOX
MIDLAND, TX 79710

CUEBIQ INC.
1460 BROADWAY
SUITE 15006
NEW YORK, NY 10036

DONALD PATRICK ARTHUR YARBOROUGH
FOSTER YARBOROUGH PLLC
917 FRANKLIN STREET, SUITE 220
HOUSTON, TX 77002

DUNLAP CODDING
609 W. SHERIDAN AVENUE
OKLAHOMA CITY, OK 73102

DW HOUSE LLC
2429 BISSONNET STREET
#497
HOUSTON, TX 77005

EISNER ADVISORY GROUP
733 THIRD AVENUE
NEW YORK, NY 10017

ENERGY DEBT HOLDINGS, LLC
PO BOX 249
OKLAHOMA CITY, OK 73101

ENHANCED MIDSTREAM LLC
777 MAIN STREET
SUITE 2800
FORT WORTH, TX 76102

EXPERFY, INC.
1700 WEST PARK DRIVE
SUITE 190
WESTBOROUGH, MA 01581

FLASH DATA LLC
2450 LOUISIANA STREET
400-160
HOUSTON, TX 77006

FREEMAN COMPANY
PO BOX 734596
DALLAS, TX 75373-4596

GISH PLLC
41 MADISON AVENUE
FLOOR 31
NEW YORK, NY 10010

HARRIS COUNTY, ET AL.
PO BOX 3547
HOUSTON, TX 77253-3547

HUBSPOT
25 1ST STREET
CAMBRIDGE, MA 02141

JEANNIE LEE ANDRESEN
LINEBARGER GOGGAN BLAIR & SAMPSON LLP
PO BOX 3064
HOUSTON, TX 77253-3064

JEFFREY H. KASS
LEWIS BRISBOIS ET AL
1700 LINCOLN, SUITE 4000
DENVER, CO 80203

JOHN K. HOSKINSON
888 17TH STREET NW
SUITE 210
WASHINGTON, DC 20006-3313

JOSEPH Y. AHMAD
AHMAD ZAVITSANOS & MENSIGN, PLLC
1221 MCKINNEY STREET, SUITE 2 50
HOUSTON, TX 77010

JOSHUA A. ADLER
16 ROBIN ROAD
RYE, NH 03870

MEDLER FERRO WOODHOUSE & MILLS PLC
8201 GREENSBORO DRIVE
SUITE 1060
MCLEAN, VA 22102

MINERALS & ROYALTY AUTHORITY
2602 COPPERLEAF COURT
KATY, TX 77494

ODETTA, INC.
4023 KENNETT PIKE
#50380
WILMINGTON, DE 19807

OUTLOGIC LLC
6525 THE CORNERS PARKWAY NW
SUITE 400
NORCROSS, GA 30092

PIPER SANDLER & CO
609 MAIN STREET
SUITE 3800
HOUSTON, TX 77002

PONDEROSA ADVISORS, LLC DBA B3 INSIGHT
C/O DONALD E. LAKE, III
LEWIS BRISBOIS ET AL
1700 LINCOLN STREET, SUITE 4000
DENVER, CO 80203

QIPWORKS, INC.
101 ARCH STREET
8TH FLOOR
BOSTON, MA 02110

SCALEVIEW
701 BRAZOS STREET
#530
AUSTIN, TX 78701

SILICA SERVICES
4440 STATE HWY 121
SUITE 142
THE COLONY, TX 75056

SKIP MCBRIDE
807 OLD LAKE ROAD
HOUSTON, TX 77057

SMALL BUSINESS ADMINISTRATION
409 THIRD STREET SW
WASHINGTON, DC 20024

TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
PO BOX 13528
CAPITAL STATION
AUSTIN, TX 78711-3528

TONY ANNUNZIATO
403 W. COWAN DRIVE
HOUSTON, TX 77007

VECTOR ENERGY PARTNERS
777 MAIN STREET
SUITE 3600
FORT WORTH, TX 76102

VELOTIO TECHNOLOGIES PRIVATE LIMITED
3RD FLOOR, AG TRADE CENTER, RAM MAGAR, B
PUNE, MAHARASTRA 411021, INDIA

VERASET LLC
2810 N CHURCH STREET
#38188
WILMINGTON, DE 19802

WILLIAM CRUMP HOLDINGS LLC
PO BOX 50820
MIDLAND, TX 79710

**United States Bankruptcy Court
Southern District of Texas**

In re **Sourcewater, Inc.**

Debtor(s)

Case No. **23-30960**

Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Sourcewater, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

April 14, 2023

Date

/s/ Jarrod B. Martin

Jarrod B. Martin

Signature of Attorney or Litigant

Counsel for **Sourcewater, Inc.**

Chamberlain, Hrdlicka, White, Williams, & Aughtry, P.C.

1200 Smith Street

Suite 1400

Houston, TX 77002

(713) 658-1818 Fax:(713) 658-2553

jarrod.martin@chamberlainlaw.com